



PUBLIC NOTICE

Federal Communications Commission
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DA 23-845
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DOMESTIC SECTION 214 APPLICATION GRANTED FOR THE TRANSFER OF CONTROL OF MASHELL TELECOM, INC. D/B/A RAINIER CONNECT TO ALPHABOOST PURCHASER, LLC

WC Docket No. 23-30

By this Public Notice, the Wireline Competition Bureau grants, as conditioned, the application filed by Mashell, Inc. (Mashell), Mashell Telecom, Inc. d/b/a Rainier Connect (Mashell Telecom) and Alphaboost Purchaser, LLC (Alphaboost) (together, Applicants), pursuant to section 214(a) of the Communications Act of 1934, as amended, and sections 63.03-04 of the Commission's rules,¹ requesting consent to transfer control of Mashell Telecom to Alphaboost.²

On February 24, 2023, the Bureau released a public notice seeking comment on the Application.³ The Bureau did not receive comments or petitions in opposition to the Application.

Mashell, a Washington corporation, acts as a holding company for Mashell Telecom and its affiliates,⁴ which collectively provide telecommunications services and other services to approximately 25,000 residential customers and approximately 2,200 commercial customers in the state of Washington. Mashell Telecom, a Washington corporation, is an eligible telecommunications carrier (ETC) and an incumbent local exchange carrier (LEC) providing telecommunications services in Washington.⁵

¹ See 47 U.S.C. § 214(a); 47 CFR §§ 63.03-04.

² See Application of Mashell, Inc., Mashell Telecom, Inc. d/b/a Rainier Connect and Alphaboost Purchaser, LLC for Authority to Transfer Control, WC Docket No. 23-30 (filed Jan. 20, 2023) (Application). Applicants filed a supplement to their Application on February 22, 2023, September 6, 2023, and September 13, 2023. Letter from Richard A. Finnigan, Counsel for Mashell Telecom and Mashell, and Danielle Burt, et al., Counsel for Alphaboost, to Marlene H. Dortch, Secretary, FCC (filed Feb. 22, 2023) (Feb. 22 Supplement Letter); Letter from Richard A. Finnigan, Counsel for Mashell Telecom and Mashell, and Danielle Burt, et al., Counsel for Alphaboost, to Marlene H. Dortch, Secretary, FCC (filed Sept. 6, 2023) (Sept. 6 Supplement Letter); Letter from Richard A. Finnigan, Counsel for Mashell Telecom and Mashell, and Danielle Burt, et al., Counsel for Alphaboost, to Marlene H. Dortch, Secretary, FCC (filed Sept. 13, 2023) (Sept. 13 Supplement Letter). Applicants also filed applications for the transfer of international and wireless authorizations. See IBFS File Nos. ITC-T/C-20230120-00004. Any action on this domestic section 214 Application is without prejudice to Commission action on other related, pending applications.

³ *Domestic Section 214 Application Filed for the Transfer of Control of Mashell Telecom, Inc. d/b/a Rainier Connect to Alphaboost Purchaser, LLC*, WC Docket No. 23-30, Public Notice, DA 23-151 (WCB 2020) (*Public Notice*).

⁴ Licensee's affiliates include the following Washington limited liability companies: Rainier Connect North LLC, New Opportunities LLC, and Carrera GT LLC.

⁵ Application at 2-3. Applicants state that subsequent to filing the Application, Mashell Telecom completed its registration to participate in the Affordable Connectivity Program and will continue to meet its obligations post-consummation. Sept. 13 Supplement Letter at 1.

Alphaboost, a newly-formed Delaware limited liability company, was created for the purpose of completing this proposed transaction and is not a telecommunications provider.⁶ Alphaboost is indirectly owned by Palisade Diversified Infrastructure Fund No. 3, an Australian infrastructure fund.⁷ The Applicants state that, at closing, Mashell Telecom is expected to be owned directly or indirectly by funds managed by Palisade Americas Management, LLC (PAM) and Palisade Investment Partners Limited (PIPL), an Australia specialist infrastructure investment manager.⁸ Diversified Infrastructure Fund No. 3 is held by multiple Australian individuals and entities.⁹

Pursuant to the terms of the proposed transaction by and among Alphaboost Merger Sub, LLC (Merger Sub),¹⁰ Mashell, and Brian Haynes (as Shareholder Representative), Merger Sub will merge with and into Mashell, with Mashell continuing as the surviving entity.¹¹ Applicants state that, as a result of this proposed transaction, Mashell Telecom will be an indirect, wholly-owned subsidiary of Alphaboost.¹²

On September 8, 2023, the National Telecommunications and Information Administration (NTIA) submitted a Petition to Adopt Conditions to Authorizations and Licenses (Petition) on behalf of the Committee for the Assessment of Foreign Participation in the United States Telecommunication Services Sector (Committee).¹³ In the Petition, NTIA advises the Commission that it has no objection to the Commission granting the Applications “provided that the Commission conditions its approval on the assurance of Mashell Telecom, Inc. d/b/a Rainer Connect (“Mashell Telecom”) to abide by the commitments and undertakings set forth in the August 24, 2023, Letter of Assurance (LOA).”¹⁴

In accordance with the request of NTIA, and in the absence of any objection from the Applicants, we grant the Petition, and, accordingly, we condition grant of the transfer of domestic section 214 authority on compliance by the Applicants with the commitments and undertakings set out in the LOA that apply to the Application.¹⁵ A failure to comply with and/or remain in compliance with any of the provisions of the LOA shall constitute a failure to meet a condition of this grant and the underlying authorizations and thus grounds for declaring the underlying domestic 214 authorizations terminated

⁶ *Id.* at 2.

⁷ *Id.*

⁸ *Id.* Applicants provided an updated ownership chart. Sept. 13, 2023 Supplement Letter at Updated Exhibit A (Current and Post-Transaction Corporate Ownership Structure).

⁹ Sept. 13, 2023 Supplement Letter at Updated Exhibit A (Current and Post-Transaction Corporate Ownership Structure).

¹⁰ Merger Sub is a Washington limited liability company and wholly-owned subsidiary of Alphaboost created solely for purposes of this proposed transaction. Application at 3.

¹¹ *Id.*

¹² *Id.* at 3-4.

¹³ Petition to Adopt Conditions to Authorizations and Licenses, WC Docket No. 23-30 (filed Sept. 8, 2023) (LOA); IBFS File Nos. ITC-T/C-20230120-00004 (filed Sept. 8, 2023).

¹⁴ Petition at 2.

¹⁵ *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations, et al.*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578, 10732-33, para. 349 (2019); *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891, 23918-21, paras. 59-66 (1997), recon. denied, 15 FCC Rcd 18158 (2000) (in opening the U.S. telecommunications market to foreign entry in 1997, the Commission affirmed that it would consider national security, law enforcement, foreign policy, and trade policy concerns related to reportable foreign ownership as part of its overall public interest review of applications for international section 214 authority, submarine cable landing licenses, and declaratory rulings to exceed the foreign ownership benchmarks of section 310(b) of the Act).

without further action on the part of the Commission. Failure to meet a condition of this grant and the authorizations may also result in monetary sanctions or other enforcement action by the Commission.

We find, upon consideration of the record, that the proposed transfer will serve the public interest, convenience, and necessity.¹⁶ This grant of the Application and Petition is conditioned as set out in this Public Notice.

Pursuant to section 214(a) of the Act, 47 U.S.C. § 214(a) and sections 0.91, 0.291, 63.03, and 63.04 of the Commission's rules, 47 CFR §§ 0.91, 0.291, 63.03, and 63.04, we grant the Application and the Petition with the condition described above. Pursuant to section 1.103 of the Commission's rules, 47 CFR § 1.103, the consent granted herein is effective upon the release of this Public Notice. Petitions for reconsideration under section 1.106 or applications for review under section 1.115 of the Commission's rules, 47 CFR §§ 1.106, 1.115, may be filed within 30 days of the date of this Public Notice.

For further information, please contact Dennis Johnson, Wireline Competition Bureau, (202) 418-0809.

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¹⁶ See 47 U.S.C. § 214(a); 47 CFR § 63.03.